

**ACTION BY CONSENT OF THE BOARD OF
DIRECTORS OF ROOFTOP GROUP INTERNATIONAL PTE. LTD.**

April 29, 2019

The undersigned, being duly elected and incumbent members of the Board of Directors (the “**Board**”) of Rooftop Group International Pte. Ltd., a private limited company formed under the laws of Singapore (the “**Company**”), sign this instrument, or a counterpart hereof, in lieu of holding a meeting of the Board, to evidence their consent to the resolutions set forth below, with the same force and effect as if said resolutions were adopted by unanimous vote at a duly called meeting of the Board.

NOW BE IT RESOLVED, that, in the judgment of the Board, it is desirable and in the best interests of the Company, its creditors, its shareholders and other interested parties for the Company to file a petition be filed by the Company in the United States Bankruptcy Court for the Northern District of Texas (the “**Bankruptcy Court**”) seeking relief under chapter 11 of title 11 of the United States Code (the “**Bankruptcy Code**”), in which the authority to operate as a debtor-in-possession will be sought, and the filing of such petition is authorized hereby; and it is further

RESOLVED, that Darren Matloff (an “**Authorized Person**”) is hereby authorized, empowered, and directed, on behalf of the Company, to execute and verify a petition in the name of the Company under chapter 11 of the Bankruptcy Code and to cause the same to be filed in the Bankruptcy Court in such form and at such time as the Authorized Person executing said petition on behalf of the Company shall determine; and it is further

RESOLVED, that each Authorized Person hereby is authorized, empowered, and directed, on behalf of and in the name of the Company, to execute, verify, and file, or cause to be filed, executed, or verified, all necessary documents, including all petitions, affidavits, schedules, motions, lists, applications, pleadings, and other papers, and in that regard to employ and retain such assistance of legal and financial advisors and other professionals and to take any and all action that they deem necessary, proper, or desirable in connection with the chapter 11 case; and it is further

RESOLVED, that all acts lawfully done or actions lawfully taken by any Authorized Person to seek relief on behalf of the Company under chapter 11 of the Bankruptcy Code or in connection with the chapter 11 case or any matter related thereto be, and they hereby are, adopted, ratified, confirmed, and approved in all respects as the acts and deeds of the Company; and it is further

RESOLVED, that each Authorized Person is authorized, empowered, and directed, on behalf of and in the name of the Company, to hire either or both of the law firm of Reed Smith LLP and the law firm of Bryan Cave Leighton Paisner, LLP to render legal services to the Company in connection with the chapter 11 case and any other related matters or proceedings in connection therewith on such terms as the Authorized Person shall approve; and it is further

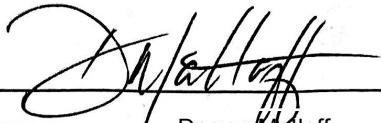
RESOLVED, that any Authorized Person hereby is authorized, empowered and directed, on behalf of and in the name of the Company, to pay all necessary and reasonable fees and expenses incurred in connection with the transactions contemplated by these resolutions; and it is further

RESOLVED, that in addition to the specific authorizations heretofore conferred, any Authorized Person hereby is, authorized, empowered and directed to take or cause to be taken all such further actions, to execute and deliver or cause to be executed and delivered all such further certificates, agreements, instruments and documents and to incur all such fees and expenses, on behalf of and in the name of the Company, as in their judgment shall be necessary, appropriate or advisable in order to carry out fully the intent and purposes of the foregoing resolutions and each of them; and it is further

RESOLVED, that all acts lawfully done or actions lawfully taken by any Authorized Person prior to adoption of these resolutions with respect to the matters contemplated by these resolutions be, and hereby are, adopted, ratified, confirmed and approved in all respects as the acts and deeds of the Company.

[Signature page follows]

This document may be executed in any number of counterparts, each of which shall for all purposes be considered an original, and all such counterparts shall constitute one and the same document. Execution of a counterpart by each Director shall effect adoption of the resolutions set forth above as of the 29th day of April 2019.



Name: _____ Darren Matloff
Title: Director

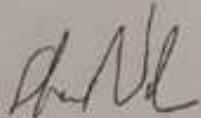
Name: _____
Title: Director

**Action by Unanimous Consent of the Board of Directors of Rooftop Group International Pte. Ltd.
Signature Page**

This document may be executed in any number of counterparts, each of which shall for all purposes be considered an original, and all such counterparts shall constitute one and the same document. Execution of a counterpart by each Director shall effect adoption of the resolutions set forth above as of the 29th day of April 2019.

Name: _____

Title: Director



Name: STEPHEN NELSON

Title: Director